

EXHIBIT D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act 1934

Date of Report (date of earliest event reported): March 15, 2018

MIMEDX GROUP, INC.

(Exact name of registrant as specified in charter)

Florida
(State or other jurisdiction of incorporation)

001-35887
(Commission File Number)

26-2792552
(IRS Employer Identification No.)

1775 West Oak Commons Ct, NE
Marietta, GA
(Address of principal executive offices)

30062
(Zip Code)

(770) 651-9100
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

☐

Item 7.01 Regulation FD.

On March 15, 2018, MiMedx Group, Inc. issued a press release that, among other things, provided revenue guidance for the quarter ended March 31, 2018. A copy of the press release is furnished as Exhibit 99.1 and incorporated herein by reference. The information provided pursuant to Item 7.01 of this Form 8-K is to be considered “furnished” and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 [Press release dated March 15, 2018.](#)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MIMEDX GROUP, INC.

Dated: March 15, 2018

By: /s/: Michael J. Senken
Michael J. Senken, Chief Financial Officer



**MiMedx Announces Expectation to Exceed the \$92 Million
Top End of First Quarter Revenue Guidance**

Continues to Cooperate with Regulatory Agencies

Marietta, Georgia, March 15, 2018 – MiMedx Group, Inc. (NASDAQ: MDXG), a leading developer and marketer of regenerative and therapeutic biologics, today announced its expectation for first quarter of 2018 revenue to exceed the \$92 million high end of its previously released guidance. MiMedx reiterated its full-year 2018 revenue guidance range of \$383 million to \$387 million.

Parker H. “Pete” Petit, Chairman and CEO, commented, “This year started off strong, and we have continued to see momentum build through the quarter. With our current revenue pace and more than two-thirds of the first quarter completed, we are confident in our expectation that we will exceed \$92 million in revenue for the first quarter of 2018.”

“We are particularly pleased with the continual expansion of our customer accounts. Our total number of active accounts grew by approximately 27% in 2017, and we expect a similar level of growth this year,” added Bill Taylor, President and COO. “The first quarter has traditional headwinds due the resetting of annual insurance deductibles and changes in plan designs, as well as the typical winter weather obstacles that affect treatment days. Our sales planning and execution have again enabled us to overcome normal first quarter obstacles to exceed our initial guidance. This is very encouraging and shows that our momentum is building.”

As previously announced, the Audit Committee of the Company’s Board of Directors is conducting an independent investigation into current and prior-period matters relating to allegations regarding certain sales and distribution practices, including allegations made by certain former employees and short sellers. As a result, the Company has delayed the filing of its Form 10-K for the year ended December 31, 2017. The Company looks forward to the completion of the Audit Committee’s investigation. Also, as previously announced, the Company received a subpoena last year from the Securities and Exchange Commission (SEC). The Company continues to provide documents in response to the subpoena. In addition, the Company was recently informed that, in parallel with the SEC’s investigation, the U.S. Department of Justice is also reviewing these matters on a preliminary basis. MiMedx will continue to cooperate with these regulatory agencies.

Over the last several months, the Company has posted numerous responses to allegations that have been made against it and its employees. In view of the Audit Committee’s investigation, the Company no longer intends to post responses to these allegations.

MiMedx remains focused on developing regenerative biomaterials that equip physicians to help improve the lives of patients, and is committed to innovation and product quality, efficiently managing its business and driving value creation.

About MiMedx

MiMedx® is the leading biopharmaceutical company developing and marketing regenerative and therapeutic biologics utilizing human placental tissue allografts with patent-protected processes for multiple sectors of healthcare. “Innovations in Regenerative Medicine” is the framework behind the Company’s mission to give physicians products and tissues to help the body heal itself. The Company processes the human placental tissue utilizing its proprietary PURION® Process methodology, among other processes, to produce safe and effective allografts by employing aseptic processing techniques in addition to terminal sterilization. MiMedx has supplied over 1 million allografts to date for application in the Wound Care, Burn, Surgical, Orthopedic, Spine, Sports Medicine, Ophthalmic and Dental sectors of healthcare. For additional information, please visit www.mimedx.com.

Innovations In Regenerative Biomaterials

MiMedx Group, Inc. | 1775 West Oak Commons Ct NE | Marietta, GA 30062 | 770.651.9100 | Fax 770.590.3550 | www.mimedx.com

Safe Harbor Statement

This press release includes forward-looking statements that may be identified by words such as “believe,” “expect,” “may,” “plan,” “potential,” “will,” “preliminary,” and similar expressions, and are based on management’s current beliefs and expectations. Forward-looking statements are subject to risks and uncertainties, and the Company cautions investors against placing undue reliance on such statements. Actual results may differ from those set forth in the forward-looking statements. For more detailed information on the risks and uncertainties, please review the Risk Factors section of the Company’s most recent annual report or quarterly report filed with the Securities and Exchange Commission. Any forward-looking statements speak only as of the date of this press release and the Company assumes no obligation to update any forward-looking statement.

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